DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM

DEVELOPMENT CORPORATION

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: NASS

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

FILED:03/01/2005 DURATION:PERPETUAL CASH#:050301000700 FILM #:050301000658

ADDRESS FOR PROCESS

EXIST DATE

OFFICE OF TOWN ATTORNEY, TOWN OF NORTH HEMPSTEAD 220 PLANDOME ROAD

03/01/2005

MANHASSET, NY 11030

REGISTERED AGENT



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CERTIFICATE OF INCORPORATION OF

THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION

Under Section 402 of the Not for Profit Corporation Law and under Section 1411 of the Not for Profit Corporation Law

We, the undersigned, desiring to associate ourselves together to form a business development corporation, do hereby certify:

FIRST: The name of the Corporation shall be: THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION.

SECOND: The Town of North Hempstead Business and Tourism Development Corporation (heroinafter, the "Corporation") is a corporation as defined in Subparagraph (a)(5) of Section 102 (Definitions) of the New York Not-for-Profit Corporation Law, and is a not-for-profit corporation pursuant to Section 1411 of said law.

THRD: The exclusive purposes for which the Corporation is formed are the charitable or public purposes of: (i) relieving and reducing unemployment; (ii) promoting, facilitating and providing for additional and maximum employment for individuals; (iii) expanding, bettering and maintaining job opportunities for individuals; (iv) instructing or training individuals to improve or develop their capabilities for such jobs; (v) carrying on scientific research for the purpose of aiding the Town of North Hempstead by attracting new industry to the Town of North Hempstead or by encouraging the development, or retention, of industry in the Town of North Hempstead; (vi) lessening the burdens of government and acting in the public interest, thus performing an essential governmental function; and (vii) enhancing business development and economic opportunities.

FOURTH: In furtherance of its corporate purposes, the Corporation shall have the following powers:

- (a) to engage in workforce and entrepreneurial training, and development;
- (b) to build and enrich the community through the support, offer and provision of artistic, charitable, cultural and recreational events and facilities;
- (c) to construct, acquire, rehabilitate, improve, develop, operate and maintain commercial and recreational facilities;
- (d) to construct, acquire, rehabilitate and improve, for use by others, industrial and/or manufacturing plants;

- (e) to assist financially in such construction, acquisition, rehabilitation and improvement, and maintain such industrial and/or manufacturing plants for others;
- (f) to obtain and provide municipal improvements and improved transportation services;
- (g) to provide managerial, technical, and administrative advice, counseling and/or training, and provide, furnish and/or procure financial aid and support to assist residents to develop necessary business and living skills; and assist in the development of business enterprises;
- (h) to disseminate information and furnish advice, technical assistance, and liaison with federal, state, and local authorities with respect thereto;
- (i) to acquire by purchase, lease, gift, bequest, devise, or otherwise real or personal property or interests therein;
- (j) to borrow money and to issue negotiable bonds, debentures, notes, and obligations therefore (secured, unsecured, taxable and tax exempt);
- (k) to otherwise carry out its corporate purposes, and to foster and encourage the location or expansion of industrial and/or manufacturing plants; and
- (1) to exercise any and all other powers conferred by paragraph (c) of section 1411 of the Not-for-Profit Corporation Law.

In addition to the aforesaid powers, but subject to any limitations stated in Section 1411 of the New York Not-For-Profit Corporation Law, the Corporation shall have all the powers enumerated in Section 202 and conferred by Paragraph (c) of Section 1411 of the New York Not-For-Profit Corporation Law.

The Corporation may do any other act or thing incidental to or connected with the foregoing purposes and/or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 and 14 of the New York Not-For-Profit Corporation Law and Article 8 of the New York Public Authorities Law.

Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404 of the New York Not-For-Profit Corporation Law or Section 460-a of the New York Social Services Law.

Nothing herein contained shall authorize or empower the Corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by Section 340 of the New York General Business Law or any other New York anti-monopoly law, and the Corporation is not authorized so to engage.

Irrespective of anything stated to the contrary herein: (i) nothing herein shall authorize the Corporation to operate or maintain a nursery school, elementary school or secondary school;

and (ii) nothing herein shall authorize the Corporation to operate or maintain an institution of higher learning or to grant degrees.

FIFTH: The Corporation shall be a Type C corporation pursuant to Section 201 of the New York Not-for-Profit Corporation Law.

SIXTH: The lawful public or quasi-public objectives which each business purpose will achieve are the following: the training of individuals in the development of their business and living skills; relief from and the reduction of unemployment; the promotion of additional and maximum employment for individuals by expanding, bettering, facilitating and maintaining job opportunities therefor; the instruction or training of individuals to improve or develop their capabilities for such jobs; the carrying on of scientific research for the purpose of aiding the Town of North Hempstead by attracting new industry to the Town of North Hempstead or by encouraging the development, or retention, of industry in the Town of North Hempstead; lessening the burdens of government and acting in the public interest, thus performing an essential governmental function; and the stimulation of business within, and the economic growth of, the community.

SEVENTH: All income and earnings of such Corporation shall be used exclusively for its corporate purposes, or accrue and be paid to the New York Job Development Authority.

BIGHTH: No part of the income of the Corporation shall inure to the benefit or profit, nor shall any distribution of its property or assets be made to, any member, or private person, corporate or individual, or any private interest (except for the repayment of loans and contributions, other than dues, and reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no member, trustee, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

NINTH: In the event of dissolution, all of the remaining funds, assets and property of the Corporation shall, after payment of all debts and liabilities of the Corporation of whatsoever kind and nature, be paid and/or distributed to the Town of North Hempstead, subject to an order of a Justice of the Supreme Court of the State of New York pursuant to Section 1008 of the New York Not-For-Profit Corporation Law.

TENTH: No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ELEVENTH: If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions of Section 1411(g) of the New York Not-for-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

TWELFTH: The office of the Corporation shall be located in the County of Nassau, State of New York.

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THIRTEENTH: The territory in which the Corporation's activities are principally to be conducted is the Town of North Hempstead.

FOURTEENTH: The names and addresses of the initial directors until the first annual meeting, each of whom is at least eighteen (18) years of age, are as follows:

<u>Name</u>	Address
Jon Kaiman	220 Plandome Road, Manhasset, New York 11030
Robert Troiano, Jr.	220 Plandome Road, Manhasset, New York 11030
Thomas K. Dwyer	220 Plandome Road, Manhasset, New York 11030
Angelo Ferrata	220 Plandome Road, Manhasset, New York 11030
Wayne H. Wink	220 Plandome Road, Manhasset, New York 11030
Anthony D'Urso	220 Plandome Road, Manhasset, New York 11030
Fred L. Pollack	220 Plandome Road, Manhasset, New York 11030

FIFTEENTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address with or without this State to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is: Office of Town Attorney, Town of North Hempstead, 220 Plandome Road, Manhasset, New York 11030.

SIXTEENTH: Prior to the delivery of this certificate of incorporation to the Department of State for filing, all approval or consents required by the New York Not-for-Profit Corporation Law or by any other statute of the State of New York will be endorsed or annexed hereupon.

SEVENTEENTH: The name and the address of the Incorporator is Robert A. Monahan, Esq., Monahan & Sklavos, PC, One Old Country Road, Ste. 250, Carle Place, New York 11514.

Robert A. Monahan, Esq.



STATE OF NEW YORK

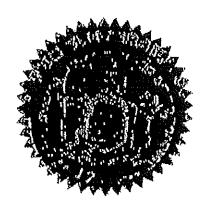
COUNTY OF ALBANY

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Pursuant to the provisions of section 216 of the Education Law and section 404, subdivision (d) of the Not-for-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION, not-for-profit corporation.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.



IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 15th day of February 2005.

son a Maccounto

Richard P. Mills Commissioner of Education

By:

Susan A. Naccarato Senior Attorney This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiclary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to provide services as an approved supplemental educational services provider pursuant to 8 NYCRR section 120.4 and 20 USC section 6316(e) prior to receiving such approval from the Commissioner of Education. Furthermore, this consent to filing shall not be deemed to constitute such approval of the Commissioner of Education to provide supplemental educational services as an approved provider pursuant to 8 NYCRR section 120.4 and 20 USC section 6316(e).

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 500l of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 500l of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

IN WITNESS WHEREOF, we, the undersigned Corporation, being all of full age, have subscribed and acknowledge this Certificate this __ZO/L day of ________, 2004.

Kaiman

Robert Trojano, Ja

Thomas K. Dwyer

Angelo Ferrara

Wayne H. Wink

Fred L. Pollack

050301000658

.Certificate of Incorporation

Of

THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION

Under Section 402 of the Not-For-Profit Corporation Law and under Section 1411 of the Not-For Profit Corporation Law

Filed By:

Robert A. Monahan, Esq. Monahan & Sklavos, PC One Old Country Road, Ste. 250 Carle Place, New York 11514

MAR 0 1 2003

FILED

TAX S

with

State of New York } Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

August 22, 2006



Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)

F060803000275

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION

Under Section 803 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION.

SECOND: The date of filing of the certificate of incorporation with the Secretary of State is: March 1, 2005.

THIRD: The law the Corporation is formed under is; Section 1411 of the Not-for-Profit Corporation Law.

FOURTH: The Corporation is a corporation as defined under Section 102 (a) (5) of the Not-for-Profit Corporation Law and is a Type C corporation under Section 201 of the Not-for-Profit Corporation Law. Upon the enlargement of the Corporation's purposes pursuant to Paragraph FIFTH of this Certificate of Amendment, the Corporation will continue to be a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The amendment effected by this certificate of amendment is as follows: Paragraph FOURTH of the Certificate of Incorporation relating to the powers of the Corporation is hereby amended to read in its entirety as follows:

FOURTH: In furtherance of its corporate purposes, the Corporation shall have the following powers:

- (a) to engage in workforce and entrepreneurial training, and development;
- (b) to build and enrich the community through the support, offer and provision of artistic, charitable, cultural and recreational events and facilities;
- (c) to construct, acquire, rehabilitate, improve, develop, operate and maintain commercial and recreational facilities;
- (d) to construct, acquire, rehabilitate and improve, for use by others, industrial and/or manufacturing plants;
- (e) to assist financially in such construction, acquisition, rehabilitation and improvement, and maintain such industrial and/or manufacturing plants for others;

- (f) to obtain and provide municipal improvements and improved transportation services;
- (g) to provide managerial, technical, and administrative advice, counseling and/or training, and provide, furnish and/or procure financial aid and support to assist residents to develop necessary business and living skills, and assist in the development of business enterprises;
- (h) to disseminate information and furnish advice, technical assistance, and liaison with federal, state, and local authorities with respect thereto;
- (i) to acquire by purchase, lease, gift, bequest, devise, or otherwise real or personal property or interests therein;
- (j) to borrow money and to issue negotiable bonds, debentures, notes, and obligations therefore (secured, unsecured, taxable and tax exempt);
- (k) to otherwise carry out its corporate purposes, and to foster and encourage the location or expansion of industrial and/or manufacturing plants; and
- (l) to engage in commercial mortgage lending and licensed commercial real estate brokering services which support the Corporation's charitable and public purposes.
- (m) to exercise any and all other powers conferred by paragraph (c) of section 1411 of the Not-for-Profit Corporation Law.

In furtherance of the aforesaid purposes, the Corporation shall have all the powers conferred by Paragraph (c) of Section 1411 of the New York Not-For-Profit Corporation Law.

The Corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, Directors or officers, except as permitted under Article 5 and 14 of the New York Not-For-Profit Corporation Law and Article 8 of the New York Public Authorities Law.

Nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404 of the New York Not-For-Profit Corporation Law or Section 460-a of the New York Social Services Law.

Nothing herein contained shall authorize or empower the Corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by Section 340 of the New York General Business Law or any other New York anti-monopoly law, and the Corporation is not authorized so to engage.

Anything stated to the contrary herein, nothing herein shall authorize the Corporation to operate or maintain a nursery school, elementary school, secondary school, or an institution of higher learning, or to grant degrees.

SIXTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of the process accepted on behalf of the Corporation is: Town of North Hempstead Business and Tourism Development Corporation, 220 Plandome Road, Manhasset, New York 11030.

SEVENTH: This Certificate of Amendment was authorized by a vote of the majority of the members of the Corporation at a meeting.

IN WITNESS WHEREOF, the undersigned, being of full age, has subscribed and acknowledges this Certificate of Amendment this 17th day of May, 2006.

Jonathan S. Kaiman, Chairman of the Board of Directors of the Corporation

State of New York))ss.
County of Nassau) 35.

On the <u>May</u> day of May in the year 2006, before me, the undersigned, personally appeared Jonathan S. Kaiman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in their capacities, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

ANDREW M. HYMAN
Notary Public State of New York
Reg. No. 02HY4795939
Qualified in Nassau Quarity
Commission Expires

(0)

THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION CERTIFICATE OF AMENDMENT dated May 17, 2006

The Attorney General has no objection to the granting of Judicial approval hereon, acknowledges receipt of statutory notice and demands service of the filed certificate. Said no objection is conditioned on submission of the matter to the Court within 30 days hereafter.

ELIOT SPITZER ATTORNEY GENERAL STATE OF NEW YORK

Ву:

Valerie Singleton

Assistant Attorney General

Date: <u>June 15, 2006</u>

. Ĭ'	, a Justice of the Supreme Court of the State of
New York for the TEN114	Judicial District do hereby approve of the foregoing
Certificate of Amendment of the Certi	ficate of Incorporation of
THE TOWN OF NORTH HEMPSTEAD BUSH	NESS AND TOURISM DEVELOPMENT CORPORATION
and consent that the same be filed.	
Date: 7/5/06	Mail (almein
	HON DAAM

STATE OF NEW YORK THE STATE EDUCATION DEPARTMENT Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE (General Use)

Consent is hereby given to the filing of the annexed certificate of amendment

of The Town of North Hempstead Business and Tourism Development Corporat	
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporatio	n Law,
the Business Corporation Law, the Limited Liability Company Law or any other applicab	le
statute.	•
This consent is issued solely for purposes of filing the annexed document	by the
Department of State and shall not be construed as approval by the Board of Rege	ents, the
Commissioner of Education or the State Education Department of the purposes or objects	of such
entity, nor shall it be construed as giving the officers or agents of such entity the right to	use the

name of the Board of Regents, the Commissioner of Education, the University of the State of

New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

RICHARD P. MILLS Commissioner of Education

By:

Richard L. Nabozny

Commissioner's authorized designee

Date 6/7/06

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE STATE EDUCATION DEPARTMENT.

060803000275 Sir: Please take notice that the within is a (certified) true copy of a duly entered in the office of the clerk of the within named court on 20

NOTICE OF ENTRY

Dated,

Attorney

TOWN ATTORNEY

Yours, etc.

TOWN OF NORTH HEMPSTEAD BUSINESS

AND

TOURISM DEVELOPMENT CORPORATION.

CERTIFICATE OF

CERTIFICATE

OF AMENDMENT OF

HE

INCORPORATION OF

Office and Post Office Address

TOWN HALL MANHASSET, NEW YORK 11030

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Attorney

for

-NOTICE OF SETTLEMENT ---

Sir: - Please take notice that an order

of which the within is a true copy will be presented for settlement to the Hon.

TOWN ATTORNEY

ğ

Actorney

one of the judges of the within named Court

8

day of M.

on the at

Yours, etc.

Dated,

Office and Post Office Address

TOWN HALL
MANHASSET, NEW YORK 11030

Dated,

NOT-FOR-PROFIT CORPORATION LAW UNDER SECTION 803 OF THE

TOWN ATTORNEY Attorney for TOWN OF NORTH HEMPSTEAD

BUSINESS AND TOURISM DEVELOPMENT Manhasset, NY 11030-2327 516-869-7600, FAX 516-869-220 Plandome Road, P.O.B. 3000 FAX 516-869-7605 CORPORATION

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Attorney for

Service of a copy of the within

is hereby admitted

Index No. STATE OF NEW YORK DEPARTMENT OF STATE FILED

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Year 20

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on March 5, 2010.

Daniel E. Shapiro First Deputy Secretary of State

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF

TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION

Under Section 803 of the New York Not-for-Profit Corporation Law

The undersigned, being the Chair of the Board and the Secretary of The Town of North Hempstead Business and Tourism Development Corporation, hereby certify:

FIRST: The name of the corporation is The Town of North Hempstead Business and Tourism Development Corporation (the "Corporation").

SECOND: The Certificate of Incorporation of the Corporation was filed with the New York Department of State on March 1, 2005. The Corporation was formed under Sections 402 and 1411 of the New York Not-For-Profit Corporation Law. The Corporation is a corporation as defined in Section 102(a)(5) of the New York Not-for-Profit Corporation Law, a Type C corporation under Section 201 of said Law. The Corporation will continue to be a Type C corporation under Section 201 of the New York Not-for-Profit Corporation Law.

THRD: The Certificate of Incorporation of the Corporation is hereby amended in the following respects:

(A) Paragraph EIGHTH of the Certificate of Incorporation of the Corporation, which sets forth the use of income and earnings of the Corporation, is hereby amended to read as follows:

"EIGHTH: Pursuant to the requirements of Section 1411(e) of the Notfor-Profit Corporation Law, the property of the Corporation is irrevocably dedicated to charitable purposes. No part of the income or earnings of the Corporation will inure to the benefit or profit of, nor will any distribution of its property or assets be made to, any member, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended."

(B) Paragraph NINTH of the Certificate of Incorporation of the Corporation, which sets forth the disposition of the Corporation's assets upon dissolution, is hereby amended to read as follows:

"NINTH: The Corporation has not previously accepted any mortgage loans from the New York Job Development Authority. If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation will dissolve in accordance with the provisions of paragraph (g) of Section 1411 of the New York Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

In the event of the dissolution of the Corporation or the winding up of its affairs, no member or private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of the Corporation's remaining funds and other property and rights and interests in property. The Board of Directors of the Corporation will, after the payment of all debts and liabilities of the Corporation of whatsoever kind and nature (including the payment of loans and contributions) distribute all of the remaining assets and property of the Corporation to the Town of North Hempstead, so that the Town of North Hempstead can use such assets and property to accomplish the purposes set forth in Section 1411(a) of the New York Not-For-Profit Corporation Law. Any of such assets not so disposed of will be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the New York Not-For-Profit Corporation Law."

(C) The Certificate of Incorporation of the Corporation is hereby amended to include the following new paragraph:

"EIGHTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation of the Corporation, in any manner now or hereafter provided herein or by statute; provided,

however, that the Corporation will not amend, alter, change or repeal any provision of this Certificate of Incorporation of the Corporation without the affirmative vote of at least two-thirds of the members of the Board of Directors of the Corporation and the consent of at least two-thirds of the members of the Town Board of the Town of North Hempstead."

FOURTH: The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process served against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is The Town of North Hempstead Business and Tourism Development Corporation, 220 Plandome Road, Manhasset, New York 11030, Attn: Secretary.

FIFTH: This Certificate of Amendment of the Certificate of Incorporation of the Corporation was authorized by a vote of at least two-thirds of the members of the Corporation at a meeting of the Corporation duly called and held.

IN WITNESS WHEREOF, the undersigned have subscribed this certificate and affirm the statements herein as true under the penalties of perjury this 1446 day of December, 2009,

Jórathan S. Kaiman

Chair of the Board of the Town of North Hempstead Business and Tourism Development

Andrew M. Hyman
Secretary of the Town of North Hempstead
Business and Tourism Development Corporation

*		
STATE OF NEW YORK	·) .	
COUNTY OF NASSAU	; ss.:	
undersigned, personally appeared on the basis of satisfactory eviden instrument and acknowledged to	Jonathan S. K ce to be the in me that he/she iment, the ind	, in the year two thousand nine, before me, the aiman, personally known to me or proved to me dividual whose name is subscribed to the within executed the same in his/her capacity, and that ividual, or the person or entity upon behalf of ent. Addum Motary Public
STATE OF NEW YORK) ; ss.:	Notary Public State of New York Reg. No. 02HY479E939
COUNTY OF NASSAU).	Qualified in Nassau founty Commission Expires 2000
		, in the year two thousand nine, before me, the yman, personally known to me or proved to me

on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person or entity upon behalf of

Notary Public

No. 5004502 Qualified in Nesseu County Commission Expires Nov. 16, 1

which the individual acted, executed the instrument.

THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION CERTIFICATE OF AMENDMENT dated January 22, 2010

The Attorney General has no objection to the granting of Judicial approval hereon, acknowledges receipt of statutory notice and demands service of the filed certificate. Said no objection is conditioned on submission of the matter to the Court within 30 days hereafter.

ANDREW M. CUOMO ATTORNEY GENERAL STATE OF NEW YORK

Derrick J. Robinson
Assistant Attorner General

Date: January 22, 2010

I, Donise Sher	, a Justice of the Supreme Court of the State of
New York for the DTh	Judicial District do hereby approve of the foregoing
Certificate of Amendment of the Certif	icate of Incorporation of Town of North
Hempstead Du snew	icate of Incorporation of Town of North 3 Tourism Development Corporation
and consent that the same be filed.	
Date: 129/10	Danse Lohn
	A. J.S.C.
	HON, DENISE L. SHER

AFFIDAVIT REGARDING USE OF ASSETS OF THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION

STATE OF NEW YORK)
· · · · · · · · · · · · · · · · · · ·) 55:
COUNTY OF NASSAU)

JONATHAN S. KAIMAN, being duly sworn, deposes and says, that:

- 1. I am the Chair of the Board and a member of The Town of North Hempstead Business and Tourism Development Corporation (the "Corporation"), a not-for-profit local development corporation organized pursuant to Section 1411 of the Not-for-Profit Corporation and incorporated as Type C corporation under Section 201 of the Not-for-Profit Corporation Law on March 1, 2005.
- 2. By Certificate of Amendment dated April 10, 2006, the Corporation amended its certificate of incorporation (the "First Amendment"). After securing a letter of no objection from the New York State Attorney General's Office on June 15, 2006, and approval of the First Amendment from a New York State Supreme Court Justice for the Tenth Judicial District on July 5, 2006, the Corporation filed the First Amendment with the New York Department of State, who accepted it for filing on August 3, 2006.
- 3. By Members Resolution No.1 (2009), duly adopted at a special meeting of the members of the Corporation (the "Members") held on December 8, 2009 (the "Resolution"), the members of the Corporation authorized the Corporation to further amend its certificate of incorporation with regard to its purposes and powers, and further authorized the filing of the certificate of amendment of its certificate of incorporation indicating same (the "Second Amendment"). A copy of the Resolution and the Second Amendment, along with a copy of the consent to filing issued by the New York State Education Department on December 24, 2009, are attached hereto and made a part hereof.
- 4. In authorizing and implementing the Second Amendment, the Corporation will use its current assets for current purposes and powers, and will use its future assets for purposes and powers as stated in the Second Amendment.

onathan S. Kaiman

Sworn to before me this day of January, 2010

Notary Public

ANDREW M. HYMAN
Notary Public State of New York
Reg. No. 02HY4795939
Qualified in Nassau County
Commission Expires 2110 100

STATE OF NEW YORK THE STATE EDUCATION DEPARTMENT Albany, New York

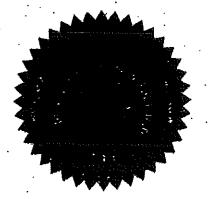
CONSENT TO FILING WITH THE DEPARTMENT OF STATE (General Use)

of Town of North Hempstead Business and Tourism Development Corporation

Consent is hereby given to the filing of the annexed certificate of amendment

[name of entity]
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

DAVID M. STEINER Commissioner of Education

By:

Seth D. Gilboord

Commissioner's authorized designee

DEC 2 4 2009

Date

THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE STATE EDUCATION DEPARTMENT.

TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION 220 PLANDOME ROAD MANHASSET, NEW YORK 11030

Mr. Dwyer presented the following Resolution and moved for its adoption. The Resolution was seconded by Mr. Pollack and adopted by the vote set forth below.

ADMINISTRATIVE MEMBERS' RESOLUTION NO. 1 (2009)

A RESOLUTION AUTHORIZING AN AMENDMENT TO THE CORPORATION'S CERTIFICATE OF INCORPORATION.

WHEREAS; pursuant to Resolution No. 388-2004, duly adopted at it meeting held on July 20, 2004, the Town Board (the "Board") of the Town of North Hempstead (the "Town"), authorized, pursuant to Not-for-Profit Corporation Law Section 1411, the establishment of a local development corporation to be named the Town of North Hempstead Business and Tourism Development Corporation (the "Corporation"); and

WHEREAS, the goals and objectives of the Town of North Hempstead (the "Town") Business and Tourism Development Corporation (the "Corporation") include the lessening of the burdens of government and the performance of an essential governmental function through the attraction, expansion, and retention of businesses within the Town and the increasing of employment opportunities for Town residents; and

WHEREAS, to achieve these objectives, the Corporation wishes to amend its certificate of incorporation substantially as set forth in the Certificate of Amendment of the Certificate of Incorporation of the Town of North Hempstead Business and Tourism Development Corporation, attached hereto and made a part hereof, to make it possible for the Corporation to issue tax exempt bonds for the benefit of certain not-for-profit organizations and for-profit businesses (the "Amendment"); and

WHEREAS, the administrative members of the Corporation (the "Members") wish to authorize the preparation and filing of the Amendment with the Office of the New York Secretary of State (the "Secretary of State"), and the taking of related action, provided, however, that the Amendment shall not be filed with the Secretary of State unless and until it has received the consent of the Board.

NOW, THEREFORE, BE IT

RESOLVED, that the Members hereby authorize the preparation and filing of the Amendment with the Secretary of State provided, however, that the Amendment shall not be filed with the Secretary of State unless and until it has received the consent of the Board; and it is further

RESOLVED, that the Executive Director or any officer of the Corporation, and counsel to the Corporation, are hereby authorized to execute such instruments and documents and to take such other action as may be necessary to effectuate the foregoing.

Attachment

Ayes:

Messrs. Troiano, Dwyer, Ferrara, and Pollack, and Ms. Poons and Ms. Seeman

Nays:

None

Abstentions: None ·

Date:

December 8, 2009

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CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF

THE TOWN OF NORTH HEMPSTEAD BUSINESS AND TOURISM DEVELOPMENT CORPORATION

Under Section 803 of the New York Not-for-Profit Corporation Law

Andrew M. Hyman, Counsel and Secretary Town of North Hempstead Business and Tourism Development Corporation 220 Plandome Road Manhasset, New York 11030

> HCC STATE OF NEW YORK DEPARTMENT OF STATE

. FILED MAR 04 2010

TAX\$.

MMR

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